

18631-G

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ARAC ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of as of January 11, 1994, between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation ("ACF"), and ACF RAILCAR ACQUISITION CORPORATION, a Delaware corporation ("ARAC"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Exchange Agreement (as defined below).

WHEREAS: ARAC and ACF have entered into an Exchange Agreement, dated the date hereof (the "Exchange Agreement"), in connection with the sale of, among other things, 183 special purpose covered hopper and tank railcars described on Schedule 1 (the "ARAC Equipment"), subject to the ARAC Leases (as defined below), from ARAC to ACF in exchange for which ACF has agreed to sell, among other things, 70 special purpose covered hopper tank railcars described on Schedule 1 to the Exchange Agreement (the "ACF Equipment") subject to the related leases from ACF to ARAC on the terms and conditions provided in the Exchange Agreement; and

WHEREAS: the parties now desire to carry out the intent and purpose of the Exchange Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by ARAC of all of its rights, title and interest in and to the ARAC Leases (as defined below) to the extent they relate to the ARAC Equipment to ACF and the assumption by ACF of all of ARAC's obligations under the ARAC Leases to the same extent.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "ARAC Leases" means all current leases of any one or more railcars included in the ARAC Equipment and all other contracts for use of any one or more railcars included in the ARAC Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the ARAC Leases (including, without limitation, any master lease) shall include both ARAC Equipment and railcars not part of the ARAC Equipment, then such ARAC Leases shall be subject to this Agreement only to the extent they cover ARAC Equipment; and for purposes of this Agreement, the term ARAC Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to ARAC Equipment subject to this Agreement.

2. Effective as of January 11, 1994, ARAC hereby sells, transfers, assigns, conveys, grants and sets over to ACF, its

successors and assigns forever, all of ARAC's rights, title and interest as of the date hereof in and to the ARAC Leases, as fully and entirely as the same would have been held and enjoyed by ARAC as if this assignment had not been made.

3. Effective as of January 11, 1994, ACF accepts, assumes, takes over and succeeds to all of ARAC's rights, title and interest as of the date hereof in and to the ARAC Leases, and ACF hereby covenants and agrees to discharge, perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of ARAC under the ARAC Leases (but only to the extent it relates to the period from and after the date hereof), as if ACF were an original party thereto.

4. ARAC hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of ACF, ARAC will promptly and duly execute and deliver, or cause to be executed and delivered, to ACF all such further instruments and take all such further action as may be reasonably requested by ACF to more effectively sell, transfer, assign, convey, grant and set over the ARAC Leases to ACF.

5. ACF hereby agrees that, at the request and expense of ARAC, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by ARAC to assume the ARAC Leases or to release ARAC and its affiliates from their obligations under or on account of the ARAC Leases so long as such release will not prejudice ACF's rights, title and interest in and to the ARAC Leases.

6. This instrument shall be binding upon ARAC and ACF, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have caused this ARAC Assignment and Assumption Agreement to be executed in Earth City, Missouri, by their duly authorized officers as of this 11th day of January, 1994.

ACF INDUSTRIES, INCORPORATED

By: _____


Name: James C. Bates
Title: Vice President and
Chief Financial
Officer

ACF RAILCAR ACQUISITION CORPORATION

By: Umesh Choksi
Name: Umesh Choksi
Title: President

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 13th day of April, 1994, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is President of ACF Railcar Acquisition Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy Collins
Notary Public

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 13th day of April, 1994, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy Collins
Notary Public

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

SCHEDULE 1

DESCRIPTION OF ARAC EQUIPMENT

Each of the 183 special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex Y hereto.

DESCRIPTION OF ARAC LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex B hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex Z hereto.

ANNEX Y

BAR CODE	RPTG MARK	FRJM	TO	TOTAL CARS
C112	ACFX	60015		1
	ACFX	60093		1
	ACFX	60205		1
	ACFX	60207		1
	ACFX	60209		1
	ACFX	60338		1
	ACFX	60340		1
	ACFX	60342	60343	2
	ACFX	60345	60346	2
	ACFX	60460		1
	ACFX	60490		1
	ACFX	60509		1
	ACFX	60530		1
	ACFX	60625		1
	ACFX	60641		1
ACFX	60652		1	
ACFX	60662		1	
ACFX	60665		1	
ACFX	60671		1	
ACFX	60677		1	
ACFX	60690		1	
ACFX	60692		1	
ACFX	60700	60701	2	
ACFX	60718		1	
ACFX	60720		1	
ACFX	60739	60740	2	
ACFX	60799		1	
ACFX	60801		1	
ACFX	60829		1	
ACFX	61139		1	
ACFX	61142		1	
ACFX	61145	61146	2	
ACFX	61260		1	
ACFX	61215		1	
ACFX	61327	61332	6	
ACFX	61336		1	
ACFX	61340		1	
ACFX	61345	61347	3	
ACFX	61349	61350	2	
ACFX	61374		1	
ACFX	61397		1	
ACFX	61420		1	
ACFX	61438		1	
ACFX	61465		1	
ACFX	61467		1	
ACFX	61744	61745	2	
ACFX	61755		1	
ACFX	61776		1	
ACFX	61792		1	
ACFX	61905	61909	2	
ACFX	61911		1	

AAR CODE	RPTG MARK	FROM	TO	TOTAL CARS
C112	ACFX	61963		1
	ACFX	61966	61967	2
	ACFX	61987	61988	2
	ACFX	61994		1
	ACFX	62022		1
	ACFX	62097		1
	ACFX	62101		1
	ACFX	62112		1
	ACFX	62136		1
	ACFX	62145		1
	ACFX	62153		1
	ACFX	62159		1
C312	ACFX	62162		1
	ACFX	62173		1
	ACFX	62176	62181	6
	ACFX	62183	62185	3
	ACFX	62189		1
	ACFX	62191		1
	ACFX	62193	62197	5
	ACFX	62199	62200	2
	ACFX	62202		1
	ACFX	62214	62216	3
	ACFX	62219		1
	ACFX	62224		1
ACFX	62228		1	
C112				107
C312	ACFX	60458		1
C312	ACFX	60466		1
C312	ACFX	60468		1
C312				3
				110

AAR CODE	RPTG MARK	FROM	TO	TOTAL CARS
C112	ACFX	62509		1
	ACFX	62520		1
	ACFX	62523		1
	ACFX	62527		1
	ACFX	62532		1
	ACFX	62536		1
	ACFX	62557		1
	ACFX	62561		1
	ACFX	62566		1
	ACFX	62572		1
	ACFX	62581		1
	ACFX	62584	62585	2
	ACFX	62598		1
	ACFX	62600		1
	ACFX	62616	62617	2
	ACFX	62624		1
	ACFX	62626		1
	ACFX	62628		1
	ACFX	62631		1
	ACFX	62634		1
	ACFX	62636		1
	ACFX	62638		1
	ACFX	62640		1
	ACFX	62653		1
	ACFX	62655		1
	ACFX	62664	62665	2
	ACFX	62668		1
	ACFX	62672		1
	ACFX	62682		1
	ACFX	62684		1
	ACFX	62693		1
	ACFX	62703		1
	ACFX	62709		1
	ACFX	62716		1
	ACFX	62718		1
	ACFX	62723		1
	ACFX	62734		1
	ACFX	62735	62737	2
	ACFX	62744		1
	ACFX	62751		1
	ACFX	62751		1
	ACFX	62758		1
	ACFX	62771		1
	ACFX	62774		1
	ACFX	62776		1
	ACFX	62781		1
	ACFX	62783	62784	2
	ACFX	62791		1
	ACFX	62795		1
	ACFX	62798		1
	ACFX	62889	62890	2

AAR CODE	RPTG MARK	FROM	TO	TOTAL CARS
C112	ACFX	62901		1
	ACFX	62920	62921	2
	ACFX	62960		1
	ACFX	62962	62963	2
	ACFX	62966		1
	ACFX	62971		1
	ACFX	62975		1
	ACFX	62979		1
	ACFX	63987		1
	ACFX	63994	63995	2
C112	ACFX	64011	64012	2
	ACFX			72
C312	ACFX	63985		1
C312				1
				73

LESSEE		CONTRACT/ RIDER	CAM-IDENT	TYPE OF CAR	BUILT DATE	EFFECTIVE DATE	EXPIRATION DATE	TOTAL AAR VALUE	TOTAL CARS
LEMINIS TULECA, S.A. DE		4734	ACF X050015	H	1963/02	06/01/1988	05/31/1992	5,920.57	
		4734	ACF X060098	H	1952/04	06/01/1988	05/31/1992	1,580.14	
		4734	ACF X060205	H	1963/01	06/01/1988	05/31/1992	5,392.18	
		4734	ACF X060207	H	1963/01	06/01/1988	05/31/1992	4,915.49	
		4734	ACF X060209	H	1963/01	06/01/1988	05/31/1992	5,209.17	
		4734	ACF X060338	H	1963/03	06/01/1988	05/31/1992	5,503.20	
		4734	ACF X060340	H	1963/03	06/01/1988	05/31/1992	5,621.95	
		4734	ACF X050342	H	1963/03	06/01/1988	05/31/1992	4,826.43	
		4734	ACF X060343	H	1963/03	06/01/1988	05/31/1992	5,752.65	
		4734	ACF X060345	H	1963/03	06/01/1988	05/31/1992	5,626.53	
		4734	ACF X060346	H	1963/03	06/01/1988	05/31/1992	6,323.81	
		4734	ACF X060458	H	1963/11	06/01/1988	05/31/1992	5,598.84	
		4734	ACF X050460	H	1963/07	06/01/1988	05/31/1992	5,598.84	
		4734	ACF X050466	H	1963/12	06/01/1988	05/31/1992	5,598.84	
		4734	ACF X060468	H	1963/11	06/01/1988	05/31/1992	5,598.84	
		4734	ACF X060490	H	1963/12	06/01/1988	05/31/1992	6,470.79	
		4734	ACF X060509	H	1962/05	06/01/1988	05/31/1992	1,595.41	
		4734	ACF X060550	H	1962/08	06/01/1988	05/31/1992	1,613.22	
		4734	ACF X060625	H	1964/01	06/01/1988	05/31/1992	6,950.52	
		4734	ACF X060641	H	1964/01	06/01/1988	05/31/1992	4,585.98	
		4734	ACF X060652	H	1964/01	06/01/1988	05/31/1992	6,459.84	
		4734	ACF X060662	H	1963/12	06/01/1988	05/31/1992	5,346.99	
		4734	ACF X060666	H	1963/12	06/01/1988	05/31/1992	5,264.65	
		4734	ACF X050671	H	1963/12	06/01/1988	05/31/1992	5,411.31	
		4734	ACF X060677	H	1963/12	06/01/1988	05/31/1992	5,300.35	
		4734	ACF X060690	H	1963/12	06/01/1988	05/31/1992	5,457.61	
		4734	ACF X060697	H	1964/01	06/01/1988	05/31/1992	4,455.82	
		4734	ACF X060700	H	1964/01	06/01/1988	05/31/1992	5,661.22	
		4734	ACF X060701	H	1964/01	06/01/1988	05/31/1992	4,455.82	
		4734	ACF X060720	H	1964/01	06/01/1988	05/31/1992	4,689.39	
		4734	ACF X050739	H	1964/03	06/01/1988	05/31/1992	4,768.66	
		4734	ACF X060740	H	1964/03	06/01/1988	05/31/1992	4,991.15	
		4734	ACF X060799	H	1964/08	06/01/1988	05/31/1992	5,655.75	
		4734	ACF X060801	H	1964/08	06/01/1988	05/31/1992	4,878.60	
		4734	ACF X060829	H	1964/06	06/01/1988	05/31/1992	4,485.17	
		4734	ACF X061139	H	1964/10	06/01/1988	05/31/1992	7,328.26	
		4734	ACF X051142	H	1964/09	06/01/1988	05/31/1992	7,192.69	
		4734	ACF X061145	H	1964/10	06/01/1988	05/31/1992	5,052.48	
		4734	ACF X061146	H	1964/10	06/01/1988	05/31/1992	4,927.53	
		4734	ACF X061260	H	1965/02	06/01/1988	05/31/1992	3,847.05	
		4734	ACF X061315	H	1965/03	06/01/1988	05/31/1992	4,406.20	
		4734	ACF X051327	H	1965/04	06/01/1988	05/31/1992	5,612.58	
		4734	ACF X061328	H	1965/04	06/01/1988	05/31/1992	5,222.05	
		4734	ACF X061329	H	1965/04	06/01/1988	05/31/1992	5,235.61	
		4734	ACF X061330	H	1965/04	06/01/1988	05/31/1992	5,222.05	
		4734	ACF X061331	H	1965/04	06/01/1988	05/31/1992	5,580.28	
		4734	ACF X061332	H	1965/04	06/01/1988	05/31/1992	5,235.61	
		4734	ACF X061338	H	1965/04	06/01/1988	05/31/1992	6,051.06	
		4734	ACF X051340	H	1965/04	06/01/1988	05/31/1992	5,235.61	

CEMENTOS FOLTECA, S.A. DE

LESSEE

CONTRACT/
RIDER

CAR-IDENT

TYPE
OF CAR

BUILT
DATE

EFFECTIVE
DATE

EXPIRATION
DATE

TOTAL
AAR

VALUE

TOTAL
CARS

CONTRACT/ RIDER	CAR-IDENT	TYPE OF CAR	BUILT DATE	EFFECTIVE DATE	EXPIRATION DATE	TOTAL AAR VALUE	TOTAL CARS
4734	ACFK051345	H	1965/04	06/01/1988	05/31/1992	5,467.67	
4734	ACFK051346	H	1965/04	06/01/1988	05/31/1992	5,222.05	
4734	ACFK061347	H	1965/04	05/01/1988	05/31/1992	5,235.61	
4734	ACFK061349	H	1965/04	05/01/1988	05/31/1992	5,222.05	
4734	ACFK061350	H	1965/05	06/01/1988	05/31/1992	5,235.61	
4734	ACFK061374	H	1966/01	06/01/1988	05/31/1992	4,774.89	
4734	ACFK061397	H	1966/03	06/01/1988	05/31/1992	5,013.59	
4734	ACFK051428	H	1966/01	06/01/1988	05/31/1992	4,753.98	
4734	ACFK061438	H	1966/03	05/01/1988	05/31/1992	4,838.20	
4734	ACFK061465	H	1966/01	06/01/1988	05/31/1992	4,791.86	
4734	ACFK061467	H	1966/01	06/01/1988	05/31/1992	4,861.22	
4734	ACFK051744	H	1965/10	06/01/1988	05/31/1992	5,101.53	
4734	ACFK061745	H	1965/10	06/01/1988	05/31/1992	5,088.96	
4734	ACFK051755	H	1965/10	06/01/1988	05/31/1992	5,468.70	
4734	ACFK061776	H	1965/12	06/01/1988	05/31/1992	4,374.13	
4734	ACFK061792	H	1965/12	06/01/1988	05/31/1992	4,374.13	
4734	ACFK061908	H	1966/03	06/01/1988	05/31/1992	4,428.95	
4734	ACFK061909	H	1966/03	06/01/1988	05/31/1992	4,428.95	
4734	ACFK051911	H	1966/03	06/01/1988	05/31/1992	4,577.38	
4734	ACFK061963	H	1966/04	06/01/1988	05/31/1992	4,577.38	
4734	ACFK061966	H	1966/04	05/01/1988	05/31/1992	4,577.38	
4734	ACFK061967	H	1966/04	06/01/1988	05/31/1992	4,577.38	
4734	ACFK061987	H	1966/04	06/01/1988	05/31/1992	4,489.84	
4734	ACFK061988	H	1966/04	06/01/1988	05/31/1992	4,489.84	
4734	ACFK061994	H	1966/06	06/01/1988	05/31/1992	4,490.14	
4734	ACFK052022	H	1966/07	06/01/1988	05/31/1992	4,504.98	
4734	ACFK062097	H	1966/12	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062101	H	1966/12	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062112	H	1966/11	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062136	H	1966/11	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062145	H	1966/11	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062153	H	1966/11	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062159	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062162	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062173	H	1966/09	05/01/1988	05/31/1992	4,374.13	
4734	ACFK062176	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062177	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK052178	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062179	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062180	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062181	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK052182	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK052184	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062189	H	1966/09	05/01/1988	05/31/1992	4,374.13	
4734	ACFK062191	H	1966/09	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062193	H	1966/10	06/01/1988	05/31/1992	4,374.13	
4734	ACFK062194	H	1966/10	06/01/1988	05/31/1992	4,374.13	
4734	ACFK052195	H	1966/10	06/01/1988	05/31/1992	4,374.13	
4734	ACFK052196	H	1966/10	06/01/1988	05/31/1992	4,374.13	

LESSEE	CONTRACT/ RIDER	CAR-IDENT	TYPE OF CAR	BUILT DATE	EFFECTIVE DATE	EXPIRATION DATE	TOTAL	
							AAE VALUE	TOTAL CARS
CEMENTOS TULTECA, S.A. DE	4734	ACFX062197	H	1966/10	06/01/1988	05/31/1992	4,374.13	
	4734	ACFX062199	H	1966/09	06/01/1988	05/31/1992	4,374.13	
	4734	ACFX062200	H	1966/09	05/01/1988	05/31/1992	4,374.13	
	4734	ACFX062202	H	1966/09	05/01/1988	05/31/1992	4,374.13	
	4734	ACFX062214	H	1966/12	06/01/1988	05/31/1992	4,374.13	
	4734	ACFX062215	H	1966/12	06/01/1988	05/31/1992	4,374.13	
	4734	ACFX062216	H	1966/12	06/01/1988	05/31/1992	4,374.13	
	4734	ACFX062219	H	1966/12	06/01/1988	05/31/1992	4,374.13	
	4734	ACFX062224	H	1966/12	05/01/1988	05/31/1992	4,374.13	
	4734	ACFX062228	H	1966/12	06/01/1988	05/31/1992	4,374.13	
							531,609.00	110
							531,609.00	110

HURON INTERNATIONAL, INC.

LESSEE

CONTRACT/
RIDER

4649

CAR
IDENT

TYPE
OF
CAR

BUILT
DATE

EFFECTIVE
DATE

EXPIRATION
DATE

TOTAL
CAR
VALUE

TOTAL
CARS

ACF X062509	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062520	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062523	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062527	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062532	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062536	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062537	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062561	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062566	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062572	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062581	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062585	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062598	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062600	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062616	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062617	H	1967/01	06/01/1993	05/31/1998	7,297
ACF X062624	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062626	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062628	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062631	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062634	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062636	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062640	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062653	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062655	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062664	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062665	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062668	H	1967/01	06/01/1993	05/31/1998	5,348
ACF X062672	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062682	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062684	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062693	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062703	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062709	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062716	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062718	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062723	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062734	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062736	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062737	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062744	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062747	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062751	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062758	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062771	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062774	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062776	H	1967/02	06/01/1993	05/31/1998	5,348
ACF X062781	H	1967/02	06/01/1993	05/31/1998	5,348

MORRISON INTERNATIONAL, INC.
MORRISON INTERNATIONAL, INC.

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LESSOR	CONTRACT/ RIDER	CAR IDENIT	TYPE OF CAR	BUILT DATE	EFFECTIVE DATE	EXPIRATION DATE	TOTAL CAR VALUE	TOTAL CARS
MORRISON INTERNATIONAL, INC.	4649	ACFX062783	H	1967/02	06/01/1993	05/31/1998	5,348	
		ACFX062784	H	1967/02	06/01/1993	05/31/1998	5,348	
		ACFX062791	H	1967/02	06/01/1993	05/31/1998	5,348	
		ACFX062795	H	1967/02	06/01/1993	05/31/1998	5,348	
		ACFX062798	H	1967/02	06/01/1993	05/31/1998	5,348	
		ACFX062889	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062890	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062901	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062920	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062921	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062960	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062962	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062963	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062966	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062971	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062975	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX062979	H	1967/04	06/01/1993	05/31/1998	5,348	
		ACFX063985	H	1970/11	06/01/1993	05/31/1998	9,321	
		ACFX063987	H	1970/11	06/01/1993	05/31/1998	9,321	
		ACFX063994	H	1970/11	06/01/1993	05/31/1998	9,321	
		ACFX063995	H	1970/11	06/01/1993	05/31/1998	9,321	
		ACFX064011	H	1970/11	06/01/1993	05/31/1998	9,321	
		ACFX064012	H	1970/11	06/01/1993	05/31/1998	9,321	
							416,191	73
							416,191	73
							416,191	73